

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Harvey R. Miller
Shai Y. Waisman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
-----X	

**Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)**

**SEVENTH SUPPLEMENTAL AFFIDAVIT OF HARVEY R. MILLER
ON BEHALF OF WEIL, GOTSHAL & MANGES LLP PURSUANT
TO SECTIONS 327, 328(a), 329 AND 504 OF THE BANKRUPTCY
CODE AND RULES 2014(a) AND 2016(b) OF THE BANKRUPTCY RULES**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Harvey R. Miller, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“Weil”). I submit this affidavit to supplement the affidavits I have previously submitted on behalf of Weil, sworn to on October 8, 2008 (the “Original Affidavit”) [Docket No. 758], March 4, 2009 (the “Supplemental Affidavit”) [Docket No. 2985], August 12, 2009 (the “Second Supplemental Affidavit”) [Docket No. 4779], March 30, 2010 (the “Third Supplemental Affidavit”) [Docket No. 7904], July 21, 2010 (the “Fourth Supplemental

Affidavit”) [Docket No. 10358], September 20, 2010 (the “Fifth Supplemental Affidavit”) [Docket No. 11466], and October 26, 2010 (the “Sixth Supplemental Affidavit,” and together with the Original Affidavit, the Supplemental Affidavit, the Second Supplemental Affidavit, the Third Supplemental Affidavit, the Fourth Supplemental Affidavit, and the Fifth Supplemental Affidavit, the “Previous Affidavits”) [Docket No. 12302] in support of the engagement of Weil by Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries (collectively, the “Debtors”) in connection with the above-captioned cases filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on September 15, 2008 (the “Commencement Date”) and thereafter.

2. Unless otherwise stated herein, I have personal knowledge of the facts set forth in this affidavit. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional party in interest information becomes available to it, a further supplemental affidavit reflecting such amended or modified information will be submitted to the Court.

**Weil’s Connections with Parties in Interest
in Matters Unrelated to these Chapter 11 Cases**

3. As previously disclosed, Weil has represented, currently represents, and may represent in the future, various entities or their affiliates in matters unrelated to the pending chapter 11 cases. Since filing the Sixth Supplemental Affidavit, Weil has become aware of additional parties in interest in these chapter 11 cases with whom Weil has, or may have, connections as described below. Many of these additions are entities that may be parties in interest in the above captioned chapter 11 case (the

“Potential Parties In Interest”) and that Weil has included in its disclosure procedures out of an abundance of caution. Certain of the entities included in this affidavit were previously disclosed under other categories in the Previous Affidavits.

4. The categories of connections are: (i) Potential Parties In Interest, or affiliates thereof, for which Weil has performed services within the last two (2) years and whose engagement remains open (“Current Clients”); (ii) Potential Parties In Interest, or affiliates thereof, for which Weil has performed services in the past two (2) years and with respect to which Weil’s engagement has been formally closed (“Former Clients”); (iii) Potential Parties in Interest, or affiliates thereof, for which a Weil engagement has been opened for at least six (6) months but for which no attorney time has been billed (“Potential Clients”); and (iv) Potential Parties in Interest, or affiliates thereof, who have a substantive relationship to a matter for which Weil performed services for a Current or Former Client, or affiliate thereof within the last two years (“Related Entities”). All client connections were diligently reviewed by an attorney working under my supervision. Based on such review, as to each connection Weil does not hold or represent an interest that is adverse to the Debtors’ estates.

Current Clients

5. Weil has performed services within the past two (2) years for the Current Clients, described below, or their affiliates, in matters unrelated to the Debtors:

Matched Entity	Relationship to the Debtors	Relationship to Weil
Allianz Global Investors France S.A.	Potential Party in Interest	Affiliate of Current Client
BBVA (Suiza) SH	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Banco Santander (Suisse) S.A.	Potential Party in Interest	Affiliate of Current Client
Clifford Chance U.S. LLP	Potential Party in Interest	Current Client
Credit Suisse Credit Strategies Liquidating Trust	Potential Party in Interest	Affiliate of Current Client
Credit Suisse Credit Strategies Master Fund, Ltd.	Potential Party in Interest	Affiliate of Current Client
Credit Suisse (Guernsey) Limited	Potential Party in Interest	Affiliate of Current Client
CT Corporation	Potential Party in Interest	Affiliate of Current Client
Darby Financial Products	Potential Party in Interest	Affiliate of Current Client
Dow Corning Corporation	Potential Party in Interest	Affiliate of Current Client
Forrest City Capital Corporation	Potential Party in Interest	May be Affiliate of Current Client
GLG Market Neutral Fund	Potential Party in Interest	Affiliate of Current Client
GoldenTree Distressed Debt Fund, LP	Potential Party in Interest	Affiliate of Current Client
GoldenTree Distressed Debt Master Fund, LP	Potential Party in Interest	Affiliate of Current Client
HBK Master Fund LP	Potential Party in Interest	Affiliate of Current Client
IKB International S.A.	Potential Party in Interest	Affiliate of Current Client
Landesbank Baden-Wurtemberg	Potential Party in Interest	Current Client
LEGG Mason Western Asset U.S. Core Plus Bond Fund	Potential Party in Interest	Affiliate of Current Client
Monarch Capital Master Fund LP	Potential Party in Interest	Affiliate of Current Client
Monarch Debt Recovery Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Monarch Opportunities Master Fund Ltd.	Potential Party in Interest	Affiliate of Current Client
Natixis Financial Products LLC	Potential Party in Interest	Affiliate of Current Client
RBS Securities Inc.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Silver Point Capital Offshore Master Fund, L.P.	Potential Party in Interest	Affiliate of Current Client
Tenor Opportunities Master Fund, Ltd.	Potential Party in Interest	May be Affiliate of Current Client
3M Employee Retirement Income Plan	Claimant	Affiliate of Current Client
Herbert and Estelle Adler	Claimant	May be Current Client
American International Group Inc. Retirement Plan Trust	Claimant	Affiliate of Current Client
American International Group, Inc.	Claimant	Affiliate of Current Client
American Red Cross	Claimant	Affiliate of Current Client
AXA Belgium	Claimant	Affiliate of Current Client
AXA Investment Management Paris	Claimant	Affiliate of Current Client
Banco Santander International	Claimant	Affiliate of Current Client
Bank of America, National Association	Claimant	Current Client
Bank Of America Pension Plan	Claimant	Affiliate of Current Client
Barclays Bank PLC	Claimant	Current Client
William Berkman	Claimant	May be Current Client
BlackRock Advisors, LLC	Claimant	Current Client
BlackRock Funds II, Intermediate Bond Portfolio	Claimant	Affiliate of Current Client
BNP Paribas	Claimant	Current Client
Steven Brill	Claimant	May be Current Client
Butterfield Bank	Claimant	Affiliate of Current Client
Capstone Volatility Master (Cayman) Limited	Claimant	Affiliate of Current Client
Carlyle Credit Partners Master Fund	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Carlyle High Yield Partners IX, Ltd.	Claimant	Affiliate of Current Client
Caspian Capital Partners L.P.	Claimant	Affiliate of Current Client
Cassie d'Epargne	Claimant	Current Client
Caterpillar Products Services Corp.	Claimant	Affiliate of Current Client
Chubb & Sons Inc.	Claimant	Current Client
Citadel Equity Fund Ltd.	Claimant	Affiliate of Current Client
Citigroup 401K Plan	Claimant	Affiliate of Current Client
Citigroup Global Markets Inc.	Claimant	Affiliate of Current Client
Credit Suisse Candlewood Special Situations Master Fund Limited	Claimant	Affiliate of Current Client
Credit Suisse First Boston	Claimant	Affiliate of Current Client
Credit Suisse Securities (Europe) Limited	Claimant	Current Client
Credit Suisse Syndicated Loan Fund	Claimant	Affiliate of Current Client
Cypress Management Master LP	Claimant	May be Affiliate of Current Client
Delta Prime European Special Situations Fund	Claimant	May be Affiliate of Current Client
Deutsche Bank Trust Company Americas	Claimant	Affiliate of Current Client
Deutsche Bank AG, London Branch	Claimant	Current Client
D.E. Shaw Valence Portfolios, L.L.C	Claimant	Affiliate of Current Client
eBay Inc.	Claimant	Current Client
eBay International AG	Claimant	Affiliate of Current Client
Electrabel NVISA	Claimant	May be Affiliate of Current Client
Eton Park Fund, LP	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
European Aeronautic Defense & Space Co. (EADS) NV	Claimant	Current Client
Farmers New World Life Insurance Company	Claimant	Affiliate of Current Client
Forex Capital Markets LLC	Claimant	Current Client
Fortis Investment Management France	Claimant	May be Affiliate of Current Client
Fortis Investment Management Luxembourg S.A.	Claimant	May be Affiliate of Current Client
General Motors Corp.	Claimant	Current Client
GLG Global Utilities Fund	Claimant	Affiliate of Current Client
Goldman, Sachs & Co.	Claimant	Current Client
Goldman Sachs Global Alpha Fund Plc	Claimant	Affiliate of Current Client
Goldman Sachs Credit Partners	Claimant	Affiliate of Current Client
Goldman Sachs Lending Partners LLC	Claimant	Affiliate of Current Client
Hayman Capital Master Fund LP	Claimant	May be Affiliate of Current Client
Henry Schein Inc.	Claimant	Current Client
William and Mary Hess	Claimant	May be Current Clients
Highland CDO Opportunity Master Fund LP	Claimant	Affiliate of Current Client
Highland Credit Strategies Fund	Claimant	Affiliate of Current Client
HSBC Bank (Taiwan) Limited	Claimant	Affiliate of Current Client
HSBC Bank (Uruguay) SA	Claimant	Affiliate of Current Client
HSBC Financial Products (France) SNC	Claimant	Affiliate of Current Client
HSBC Guyerzeller Bank AG	Claimant	Affiliate of Current Client
IBM Core Fixed Income Account	Claimant	May be Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
ICICI Bank Limited	Claimant	Current Client
IKB Deutsche IndustrieBank AG	Claimant	Current Client
IKB International SA	Claimant	Affiliate of Current Client
ING Life Insurance and Annuity Company	Claimant	Affiliate of Current Client
InvestCorp Interlachen Multi-Strategy Master Fund Ltd.	Claimant	Affiliate of Current Client
JPMorgan Chase Bank, N.A	Claimant	Current Client
JPMorgan Insurance Trust Core Bond Portfolio	Claimant	Affiliate of Current Client
JPMorgan Investment Funds - Global Bond Fund (Eur)	Claimant	Affiliate of Current Client
JPMorgan Investment Funds - Global Bond Fund (USD)	Claimant	Affiliate of Current Client
K&H Bank ZRT.	Claimant	Affiliate of Current Client
Katten Muchin Rosenman LLP	Claimant	Current Client
Kaupthing Bank hf.	Claimant	Current Client
King Street Capital Master Fund, Ltd.	Claimant	Affiliate of Current Client
King Street Capital, L.P.	Claimant	Affiliate of Current Client
Legg Mason Partners Strategic Income Fund	Claimant	Affiliate of Current Client
LMP Capital & Income Fund Inc.	Claimant	Affiliate of Current Client
Lloyds TSB Bank PLC	Claimant	Affiliate of Current Client
Macquarie Bank Limited	Claimant	Affiliate of Current Client
Magnetar Capital Master Fund Ltd.	Claimant	Affiliate of Current Client
Marathon Master Fund Ltd.	Claimant	Affiliate of Current Client
Marathon Special Opportunity Master Fund Ltd.	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Mason Capital Management LLC	Claimant	Current Client
Merrill Lynch Credit Products LLC	Claimant	Affiliate of Current Client
MF Global UK Limited	Claimant	Affiliate of Current Client
Microsoft Corporation	Claimant	Current Client
Morgan Stanley Bank International Limited	Claimant	Affiliate of Current Client
Morgan Stanley Investment Management Inc.	Claimant	Affiliate of Current Client
Morgan Stanley Institutional Fund Trust, Municipal Portfolio	Claimant	Affiliate of Current Client
ING Life Insurance and Annuity Company	Claimant	Affiliate of Current Client
Noonday Offshore, Inc.	Claimant	Affiliate of Current Client
Nord LB Covered Finance	Claimant	May be Affiliate of Current Client
Norddeutsche Landesbank Girozentrale	Claimant	May be Affiliate of Current Client
Oak Hill	Claimant	Affiliate of Current Client
Oaktree Opportunities Fund VIII L.P.	Claimant	Affiliate of Current Client
Oaktree Huntington Investment Fund, L.P.	Claimant	Affiliate of Current Client
Oaktree Capital Management, L.P.	Claimant	Affiliate of Current Client
Oaktree Opportunities Fund VIII Delaware, L.P.	Claimant	Affiliate of Current Client
OCM Opportunities Fund VIIB Delaware LP	Claimant	Affiliate of Current Client
OCH-Ziff Capital Structure Arbitrage	Claimant	Affiliate of Current Client
OHA	Claimant	Affiliate of Current Client
PayPal Inc.	Claimant	Current Client
PayPal Private Ltd.	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Pequot Credit Opportunities Fund, L.P.	Claimant	Affiliate of Current Client
Pequot Cosmos Master Fund, LTD.	Claimant	Affiliate of Current Client
Pequot Short Credit Master Fund LTD.	Claimant	Affiliate of Current Client
Prudential Insurance Company of America	Claimant	Current Client
Quantum Partners	Claimant	May be Affiliate of Current Client
Ramius Convertible Arbitrage Master Fund Ltd.	Claimant	Affiliate of Current Client
RBC CEES Limited	Claimant	Affiliate of Current Client
Riverside Management Inc.	Claimant	May be Affiliate of Current Client
The Royal Bank Of Scotland Plc	Claimant	Current Client
Sankaty Credit Opportunities	Claimant	Affiliate of Current Client
Santander Asset Management, S.A. S.G.I.I.C.	Claimant	Affiliate of Current Client
SBLI USA Mutual Life Insurance Company, Inc.	Claimant	Current Client
Silver Point Capital, LP	Claimant	Current Client
Solomer Fund, LLC	Claimant	Current Client
SPCP Group, L.L.C.	Claimant	Affiliate of Current Client
Standard & Poor's	Claimant	Current Client
Standard Chartered Bank (Taiwan) Limited	Claimant	Affiliate of Current Client
Stark Global Opportunities Master Fund Ltd.	Claimant	Affiliate of Current Client
Stark Master Fund Ltd.	Claimant	Current Client
State Street Cayman Trust Co. Ltd.	Claimant	Affiliate of Current Client
Telecom Italia Finance SA	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Tenor Opportunity Master Fund	Claimant	Affiliate of Current Client
Thomson Reuters Group Limited	Claimant	Affiliate of Current Client
TIAA Global Markets, Inc.	Claimant	Affiliate of Current Client
Time Warner DC Plans Master Trust	Claimant	Affiliate of Current Client
TPG Credit Opportunities Fund LP	Claimant	Affiliate of Current Client
TPG Credit Management LP	Claimant	Affiliate of Current Client
TPG Credit Opportunities Investors L.P.	Claimant	Affiliate of Current Client
TPG Credit Strategies Fund, L.P.	Claimant	Affiliate of Current Client
Trust Insurance Exchange	Claimant	Current Client
Van Kampen Corporate Bond Fund	Claimant	Affiliate of Current Client
The Varde Fund	Claimant	Affiliate of Current Client
The Varde Fund IX-A, L.P.	Claimant	Affiliate of Current Client
The Varde Fund IX, L.P.	Claimant	Affiliate of Current Client
The Varde Fund VIII, L.P.	Claimant	Affiliate of Current Client
The Varde Fund X (Master), L.P.	Claimant	Affiliate of Current Client
The Varde Fund V-B, L.P.	Claimant	Affiliate of Current Client
Varde Investment Partners, L.P.	Claimant	Affiliate of Current Client
Varde Investment Partners (Offshore) Master, L.P.	Claimant	Affiliate of Current Client
Vinci S.A.	Claimant	Affiliate of Current Client
Wellington Trust Company, NA	Claimant	Affiliate of Current Client
Washington Mutual Inc. Cash Balance Pension Plan	Claimant	Affiliate of Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Westchester Jewish Community Services	Claimant	May be Affiliate of Current Client
York Capital Management, L.P.	Claimant	Affiliate of Current Client
Zurich American Insurance Company	Claimant	Affiliate of Current Client

6. Weil has not, does not, and will not represent any of the Current Clients or their respective affiliates or subsidiaries in connection with the pending chapter 11 cases or in any other matters adverse to the Debtors.

Related Entities

7. Weil has determined that the following entities, or their affiliates, are Related Entities:

Matched Entity	Relationship to the Debtors	Relationship to Weil
Mariner Investment Group LLC	Potential Party in Interest	Related to Current Client
Mitsui & Co. Commodity Risk Management Limited	Potential Party in Interest	May be Related to Current Client
Mitsui Company	Potential Party in Interest	May be Related to Current Client
AIM Basic Balanced Fund	Claimant	Related to Current Client
AIM Core Bond Fund	Claimant	Related to Current Client
AIM Income Fund	Claimant	Related to Current Client
AIM Short Term Bond Fund	Claimant	Related to Current Client
AIM V.I. Diversified Income Fund	Claimant	Related to Current Client
AHV Swiss Federal Social Security Fund	Claimant	May be Related to Current Client
Banca Intesa Infrastrutturee Sviluppo SpA	Claimant	May be Related to Current Client
Boilermaker – Blacksmith National Pension Trust	Claimant	Related to Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
The Chubb Corporation	Claimant	Related to Current Client
Columbia Core Bond Fund	Claimant	May be Related to Current Client
Columbia Bond Portfolio	Claimant	May be Related to Current Client
Columbia Income Fund	Claimant	May be Related to Current Client
Columbia Intermediate Bond Fund	Claimant	May be Related to Current Client
Columbia Total Return Bond Fund	Claimant	May be Related to Current Client
Commonfund Credit Opportunities Co.	Claimant	May be Related to Current Client
CTC Master Fund, Ltd.	Claimant	May be Related to Current Client
CVI GVF (Lux) Master S.a.r.l.	Claimant	Related to Current Client
Dai – Ichi Mutual Life Insurance Co.	Claimant	Related to Former Client
Dai Ichi Life Insurance Co.	Claimant	Related to Former Client
Dell Global B.V. (Singapore Branch)	Claimant	Related to Current Client
First Commercial Bank	Claimant	Related to Former Client
Farallon Capital Partners, L.P.	Claimant	Related to Current Client
Longacre Master Fund II L.P.	Claimant	Related to Current Client
Macy's Inc. Fixed Income	Claimant	May be Related to Current Client
Mariner Opportunities Fund L.P.	Claimant	May be Related to Current Client
Mariner Ltd.	Claimant	May be Related to Current Client
Mariner – Tricadia Credit Strategies Master Fund Ltd.	Claimant	May be Related to Current Client
Metropolitan Life Insurance Co.	Claimant	Related to Current Client
Molson Coors Master Retirement Trust	Claimant	Related to Current Client

Matched Entity	Relationship to the Debtors	Relationship to Weil
Monumental Life Insurance Co.	Claimant	Related to Former Client
Onex Debt Opportunities Fund Ltd.	Claimant	May be Related to Current Client
Open Solutions Inc.	Claimant	Related to Current Client
Poste Italiane SpA	Claimant	May be Related to Current Client
Ron and Carol Shaw	Claimant	May be Related to Current Client
Signal Krankenversicherung AG	Claimant	Related to Current Client
SunTrust Bank	Claimant	Related to Current Client
U.S. Bank National Association Corporate Trust Services	Claimant	Related to Former Client
U.S. Bank National Association	Claimant	Related to Former Client
Vodafone Group PLC	Claimant	May be Related to Current Client

8. To the extent any additional Related Entities become Potential Parties In Interest during the pendency of these chapter 11 cases, Weil will make the appropriate supplemental disclosures to the Court.

Parker Litigation

9. On or about October 21, 2010, an individual named Robert Parker commenced an action (the “Parker Litigation”) in the Superior Court of the State of California City and County of San Francisco against, *inter alia*, certain of the Debtors’ current and former affiliates (the “Lehman Parties”) and Alvarez and Marsal, LLC (“A&M”), the Debtors’ restructuring advisors.¹ Mr. Parker alleges that the Lehman

¹ The Parker Litigation is captioned *Parker v. Lehman Brothers Real Estate Associates III, L.P.; Lehman Brothers Private Equity Advisors LLC; Real Estate Private Equity, Inc.; Alvarez & Marsal, LLC; K&L Gates, LLP; Peter Kalis; Edward Sangster; and Does 1 through 20*.

Parties and A&M engaged in conduct that purportedly arose to intentional interference with contract, intentional interference with economic advantage and conspiracy in connection with Lehman's defense of a securities class action lawsuit. As the Lehman Parties' and A&M's interests are aligned, Weil has agreed to jointly represent A&M and the Lehman Parties with respect to the resolution of this matter.

Uvino Adversary Proceeding

10. On or about December 14, 2010, a former Lehman employee named Wendy M. Uvino commenced an adversary proceeding (the "Uvino Adversary Proceeding") in the United States Bankruptcy Court for the Southern District of New York against LBHI, A&M and Robert Hershan, an employee of A&M (collectively, the "Defendants") [Ad. Pro. No. 10-05428]. Ms. Uvino asserts causes of action for quantum meruit, constructive discharge, and hostile work environment in connection with her postpetition employment with LBHI. As the Defendants' interests are aligned, Weil has agreed to jointly represent the Defendants with respect to the resolution of this matter.

11. Weil does not hold or represent an interest that is adverse to the Debtors' estates, and Weil is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

12. The foregoing constitutes the seventh supplemental statement of Weil pursuant to section 327 of the Bankruptcy Code and rule 2014(a) of the Federal Rules of Bankruptcy Procedure.

Dated: January 26, 2011
New York, New York

/s/ Harvey R. Miller
Harvey R. Miller
Weil Gotshal & Manges LLP

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 26 day of January, 2011.

/s/ Joanne C. Pflaum
Notary Public

Joanne C. Pflaum
Notary Public, State of New York
No. 4848238
Qualified in Nassau County
Commission Expires on September 30, 2013